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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No. 1545-0052

2011

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning Jul 1, 2011, and ending Jun 30, 2012

Name of foundation <b>THE ZOOM FOUNDATION</b>		<b>A</b> Employer identification number <b>06-1600601</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1210 POST ROAD EAST</b>		<b>B</b> Telephone number (see the instructions) <b>(203) 955-1170</b>
City or town <b>FAIRFIELD</b>	State ZIP code <b>CT 06824</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 586,275,578.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)		25,005,463.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		1,194.	1,194.		
4 Dividends and interest from securities		580,097.	580,097.		
5a Gross rents					
b Net rental income or (loss)			L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10		5,973,415.			
b Gross sales price for all assets on line 6a		20,000,000.			
7 Capital gain net income (from Part IV, line 2)			5,973,415.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
GAIN FROM PASS THRU ENTITY		34,763.	34,763.		
12 Total. Add lines 1 through 11		31,594,932.	6,589,469.		
13 Compensation of officers, directors, trustees, etc		92,308.			92,308.
14 Other employee salaries and wages		13,462.			13,462.
15 Pension plans, employee benefits		8,964.			8,964.
16a Legal fees (attach schedule) L-16a Stmt		16,673.			16,673.
b Accounting fees (attach sch) L-16b Stmt		5,663.	2,832.		2,831.
c Other prof fees (attach sch)					
17 Interest					
18 Taxes (attach schedule) (see instrs) See Line 18 Stmt		187,289.	33,311.		81,318.
19 Depreciation (attach sch) and depletion L-19 Stmt		3,225.	3,225.		
20 Occupancy					
21 Travel, conferences, and meetings		3,535.			3,535.
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		287,975.	106,590.		181,385.
24 Total operating and administrative expenses. Add lines 13 through 23		619,094.	145,958.		400,476.
25 Contributions, gifts, grants paid		30,000,500.			30,000,500.
26 Total expenses and disbursements. Add lines 24 and 25		30,619,594.	145,958.		30,400,976.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		975,338.			
b Net investment income (if negative, enter -0-)			6,443,511.		
c Adjusted net income (if negative, enter -0-)					

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ADMINISTRATIVE AND OPERATING EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing	97,805.	90,275.	90,275.		
	2	Savings and temporary cash investments					
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U.S. and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) L-10b Stmt.	305,034,741.	305,984,262.	586,151,956.		
	c	Investments — corporate bonds (attach schedule)					
	LIABILITIES	11	Investments — land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule)					
14		Land, buildings, and equipment: basis	22,572.				
		Less: accumulated depreciation (attach schedule) L-14 Stmt	3,225.	19,347.	19,347.		
15		Other assets (describe L-15 Stmt)	0.	14,000.	14,000.		
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	305,132,546.	306,107,884.	586,275,578.		
17		Accounts payable and accrued expenses					
18		Grants payable					
NET ASSETS OR FUND BALANCES	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)					
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X					
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, building, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	305,132,546.	306,107,884.				
30	Total net assets or fund balances (see instructions)	305,132,546.	306,107,884.				
31	Total liabilities and net assets/fund balances (see instructions)	305,132,546.	306,107,884.				

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	305,132,546.
2	Enter amount from Part I, line 27a	2	975,338.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	306,107,884.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	306,107,884.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a FROM PASS THRU ENTITY-LONE CASCADE LP	P	Various	12/31/11
b FROM PASS THRU ENTITY - LONE DRAGON PINE	P	Various	12/31/11
c 1080.68 SHARES LONE PINON	P	01/01/08	05/01/12
d 1558.46 SHARES LONE PINON	P	12/01/11	05/01/12
e 1364.08 SHARE LONE CEDAR	P	12/01/11	05/01/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,946,375.	0.	0.	2,946,375.
b 113,823.	0.	0.	113,823.
c 4,094,781.	0.	3,448,432.	646,349.
d 5,905,219.		5,000,000.	905,219.
e 10,000,000.		8,638,351.	1,361,649.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	2,946,375.
b 0.	0.	0.	113,823.
c			646,349.
d			905,219.
e			1,361,649.

2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	2	5,973,415.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</span>	3	5,327,066.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	25,175,770.	499,669,205.	0.050385
2009	0.	375,433,621.	0.000000
2008	9,000,000.	266,824,734.	0.033730
2007	20,000,000.	296,424,014.	0.067471
2006	11,000,000.	161,900,256.	0.067943

2 Total of line 1, column (d)	2	0.219529
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043906
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	577,448,597.
5 Multiply line 4 by line 3	5	25,353,458.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64,435.
7 Add lines 5 and 6	7	25,417,893.
8 Enter qualifying distributions from Part XII, line 4	8	30,400,976.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income** (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 64,435.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 64,435.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5 64,435.
6 Credits/Payments.		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 72,723.	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 72,723.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 8,288.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 8,288. Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ <b>CT – Connecticut</b>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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Form 990-PF (2011)

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MEGHAN LONEY</u> Telephone no <u>(203) 955-1170</u> Located at <u>1210 POST ROAD EAST FAIRFIELD CT</u> ZIP + 4 <u>06824</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Form 990-PF (2011)

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870.

**6b****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN F. MANDEL, JR C/O CUMMINGS & LOCKWOOD PO BOX 2505 GREENWICH, CT 06836	TRUSTEE 1.00	0.	0.	0.
SUSAN Z. MANDEL C/O CUMMINGS & LOCKWOOD PO BOX 2505 GREENWICH, CT 06836	TRUSTEE 1.00	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MEGHAN LOWNEY 1210 POST ROAD EAST FAIRFIELD CT 06824	EXECUTIVE DIRECTOR 40.00	92,308.	0.	0.
0				
0				
0				
0				

Total number of other employees paid over \$50,000

1

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MEGHAN LOWNEY 1210 POST ROAD EAST FAIRFIELD CT 06824	CONSULTING	106,305.
Total number of others receiving over \$50,000 for professional services		1

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 POLICY PROGRAM - THE FOUNDATION EMPLOYED INDIVIDUALS TO CONDUCT RESEARCH AND ANALYSIS IN COORDINATION WITH, AND FOR THE BENEFIT OF, THE STATE OF CONNECTICUT.	146,017.
2 EDUCATION INITIATIVE - PROGRAM TO IMPROVE K-12 EDUCATION IN THE STATE OF CONNECTICUT TO ELIMINATE THE ACHIEVEMENT GAP; WORKED WITH ORGANIZATIONS TO DEVELOP AND IMPLEMENT PLANS.	254,459.
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

None

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Form 990-PF (2011)



**Part IX** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	586,151,956.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	90,274.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	586,242,230.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	586,242,230.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	8,793,633.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	577,448,597.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	28,872,430.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	28,872,430.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2 a</b>	64,435.
<b>b</b> Income tax for 2011. (This does not include the tax from Part VI.)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	64,435.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	28,807,995.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	28,807,995.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	28,807,995.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	30,400,976.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	30,400,976.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	64,435.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	30,336,541.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

BAA

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				28,807,995.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0.			
<b>b</b> From 2007	1,847,239.			
<b>c</b> From 2008	9,000,000.			
<b>d</b> From 2009	0.			
<b>e</b> From 2010	25,175,770.			
<b>f</b> Total of lines 3a through e	36,023,009.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: \$ 30,400,976.				
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)				
<b>d</b> Applied to 2011 distributable amount				
<b>e</b> Remaining amount distributed out of corpus	30,400,976.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	28,807,955.			28,807,955.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	37,616,030.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				40.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	37,616,030.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	0.			
<b>b</b> Excess from 2008	0.			
<b>c</b> Excess from 2009	0.			
<b>d</b> Excess from 2010	7,215,054.			
<b>e</b> Excess from 2011	30,400,976.			

BAA

Form 990-PF (2011)

**N/A**

- Part XV** **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

N/A

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> BRIDGEPORT BOARD OF EDUCATION 900 BOSTON AVENUE BRIDGEPORT CT 06610		EXEMPT	TO SUPPORT THE PARENT ADVISORY COUNCIL	500.
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI OH 45277		EXEMPT	COMMUNITY FUND THAT BENEFITS OTHER CHARITIES	30,000,000.
<b>Total</b>			<b>3a</b>	<b>30,000,500.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,194.	
4	Dividends and interest from securities			14	580,097.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			18	34,763.	
8	Gain or (loss) from sales of assets other than inventory			18	5,973,415.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				6,589,469.	
13	Total. Add line 12, columns (b), (d), and (e)				13	6,589,469.

(See worksheet in line 13 instructions to verify calculations.)

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

**2011**

Name of the organization

**THE ZOOM FOUNDATION**

Employer identification number

**06-1600601**

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)(\_\_\_\_) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE ZOOM FOUNDATION

06-1600601

**Part II Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN AND SUSAN MANDEL C/O CUMMINGS AND LOCKWOOD PO BOX 2505 GREENWICH CT 06836	\$ 25,005,463.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



**Form 990-PF**  
**Part I, Line 6a**

**Net Gain or Loss From Sale of Assets**

**2011**

Name <b>THE ZOOM FOUNDATION</b>	Employer Identification Number <b>06-1600601</b>
------------------------------------	---

**Asset Information:**

Description of Property: 1080.68 SHARES LONE PINON

Date Acquired: 01/01/08 How Acquired: Purchased

Date Sold: 05/01/12 Name of Buyer: \_\_\_\_\_

Sales Price: 4,094,781. Cost or other basis (do not reduce by depreciation) 3,448,432.

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): 646,349. Accumulation Depreciation: \_\_\_\_\_

Description of Property: 1558.46 SHARES LONE PINON

Date Acquired: 12/01/11 How Acquired: Purchased

Date Sold: 05/01/12 Name of Buyer: \_\_\_\_\_

Sales Price: 5,905,219. Cost or other basis (do not reduce by depreciation) 5,000,000.

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): 905,219. Accumulation Depreciation: \_\_\_\_\_

Description of Property: 1364.08 SHRS LONE CEDAR

Date Acquired: 12/01/11 How Acquired: Purchased

Date Sold: 05/01/12 Name of Buyer: \_\_\_\_\_

Sales Price: 10,000,000. Cost or other basis (do not reduce by depreciation) 8,638,351.

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): 1,361,649. Accumulation Depreciation: \_\_\_\_\_

Description of Property: FROM PASS THRU ENTITY - LONE CASCADE LP

Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_

Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_

Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): 2,946,375. Accumulation Depreciation: \_\_\_\_\_

Description of Property: FROM PASS THRU ENTITY - LONE DRAGON PINE LP

Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_

Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_

Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): 113,823. Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_

Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_

Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_

Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_

Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_

Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_

Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_

Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_

Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_

Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_

Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_

Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

**Miscellaneous Statement****LIST OF SUBSTANTIAL CONTRIBUTORS****PART VII-A QUESTION 10****1. STEPHEN MANDEL, JR.****C/O CUMMINGS AND LOCKWOOD (BCD)****P.O. BOX 2505****GREENWICH, CT 06836-2505****2. SUSAN Z. MANDEL****C/O CUMMINGS AND LOCKWOOD (BCD)****P.O. BOX 2505****GREENWICH, CT 06836-2505**

Total

**Miscellaneous Statement**

PAGE 5, VII-A, QUESTION 12

THE TAXPAYER MADE A CONTRIBBUTION TO THE  
FIDELITY CAHRITABLE GIFT FUND, A DONOR  
ADVISED FUND THAT BENEFITS OTHER CHARITIES.

Total

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>FEDERAL TAXES</b>	<b>145,321.</b>			<b>72,661.</b>
<b>FOREIGN TAXES PAID</b>	<b>33,311.</b>	<b>33,311.</b>		
<b>PAYROLL TAXES</b>	<b>8,657.</b>			<b>8,657.</b>
<b>Total</b>	<b>187,289.</b>	<b>33,311.</b>		<b>81,318.</b>

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>FROM PASS THRU ENTITY</b>	<b>106,590.</b>	<b>106,590.</b>		
<b>COMMUNICATIONS</b>	<b>7,096.</b>			<b>7,096.</b>
<b>CONSULTING</b>	<b>122,255.</b>			<b>122,255.</b>
<b>FACILITIES AND EQUIPMENT</b>	<b>10,270.</b>			<b>10,270.</b>
<b>INSURANCE</b>	<b>2,070.</b>			<b>2,070.</b>
<b>OTHER OPERATIONS</b>	<b>5,990.</b>			<b>5,990.</b>
<b>PAYROLL PROCESSING FEES</b>	<b>541.</b>			<b>541.</b>
<b>RECRUITING</b>	<b>17,500.</b>			<b>17,500.</b>
<b>SUPPLIES</b>	<b>959.</b>			<b>959.</b>
<b>POLICY PROGRAM</b>	<b>9,000.</b>			<b>9,000.</b>
<b>OFFICE EXPENSE</b>	<b>5,704.</b>			<b>5,704.</b>
<b>Total</b>	<b>287,975.</b>	<b>106,590.</b>		<b>181,385.</b>

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUMMINGS & LOCKWOOD	LEGAL SERVICES	16,098.			16,098.
COPILEVITZ & CANTOR	LEGAL SERVICES	575.			575.
<b>Total</b>		<b>16,673.</b>			<b>16,673.</b>

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STEVEN MOSKOWITZ CPA	ACCOUNTING AND TAX SER	5,463.	2,732.		2,731.
CAROL MAVILLA	BOOKKEEPING SERVICES	200.	100.		100.
<b>Total</b>		<b>5,663.</b>	<b>2,832.</b>		<b>2,831.</b>

Form 990-PF, Line 19

**Allocated Depreciation**

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
FURNITURE AND FIXTURES	01/01/12	22572		200DB	7.00	3225		

Total

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SHARES OF LONE CEDAR LTD	132,443,647.	314,916,854.
SHARES OF LONE PINON LTD	121,795,134.	210,739,169.
LONE CASCADE LP	31,862,011.	40,121,761.
LONE DRAGON PINE LP	19,883,470.	20,374,172.
Total	<u>305,984,262.</u>	<u>586,151,956.</u>

Form 990-PF, Page 2, Part II, Line 14

**L-14 Stmt**

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
FURNITURE AND FIXTURES	22,572.	3,225.	19,347.
Total	<u>22,572.</u>	<u>3,225.</u>	<u>19,347.</u>

Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
MISCELLANEOUS RECEIVABLES	0.	14,000.	14,000.
Total	<u>0.</u>	<u>14,000.</u>	<u>14,000.</u>

Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2011**Attachment  
Sequence No **179**

Name(s) shown on return

**THE ZOOM FOUNDATION**

Business or activity to which this form relates

Identifying number

**06-1600601**

Form 990-PF page 1

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.)** (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B — Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		22,572.	7.0 yrs	HY	200 DB	3,225.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C — Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

20a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year			40 yrs	MM	S/L

**Part IV Summary** (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	3,225.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A – Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles)

<b>24a</b> Do you have evidence to support the business/investment use claimed?					<b>Yes</b>	<b>No</b>	<b>24b</b> If 'Yes,' is the evidence written?					<b>Yes</b>	<b>No</b>
<b>(a)</b> Type of property (list vehicles first)	<b>(b)</b> Date placed in service	<b>(c)</b> Business/investment use percentage	<b>(d)</b> Cost or other basis	<b>(e)</b> Basis for depreciation (business/investment use only)	<b>(f)</b> Recovery period	<b>(g)</b> Method/Convention	<b>(h)</b> Depreciation deduction	<b>(i)</b> Elected section 179 cost					
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							<b>25</b>						
<b>26</b> Property used more than 50% in a qualified business use													
<b>27</b> Property used 50% or less in a qualified business use													
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1													
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1													

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	<b>(a)</b> Vehicle 1		<b>(b)</b> Vehicle 2		<b>(c)</b> Vehicle 3		<b>(d)</b> Vehicle 4		<b>(e)</b> Vehicle 5		<b>(f)</b> Vehicle 6	
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year. Add lines 30 through 32												
	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	<b>Yes</b>	<b>No</b>
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

**Part VI Amortization**

<b>(a)</b> Description of costs	<b>(b)</b> Date amortization begins	<b>(c)</b> Amortizable amount	<b>(d)</b> Code section	<b>(e)</b> Amortization period or percentage	<b>(f)</b> Amortization for this year
<b>42</b> Amortization of costs that begins during your 2011 tax year (see instructions)					
<b>43</b> Amortization of costs that began before your 2011 tax year					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>